

UNITED STATES OF AMERICA
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE
COMMISSION,
Plaintiff

v.

AMIT MATHUR and
ENTRUST CAPITAL MANAGEMENT,
INC.,

Defendants
and

AMR REALTY, LLC,

Relief Defendant.

No. 05-CV-10729 MLW

**EMERGENCY JOINT MOTION OF DEFENDANT AMIT MATHUR
AND PLAINTIFF SECURITIES AND EXCHANGE COMMISSION
TO MODIFY ORDER DATED APRIL 13, 2005**

The Defendant Amit Mathur (“Mathur”) and the Plaintiff Securities and Exchange Commission’s (“SEC”) (collectively, the “Parties”) hereby jointly move to modify the Order entered on April 13, 2006, in which this Court (Wolf, J.) permitted Mathur to move forward with the sale of his primary residence at 54 Colonial Street in Shrewsbury, Massachusetts (the “Property”), to reflect a reduction in the purchase price to accommodate repairs to the roof of the Property. In support of this Motion the Parties state as follows:

1. After the Court entered its Order on April 13, 2006, Mr. Mathur accepted the offer to purchase the Property submitted by the buyer, Luigi A. Palermo (the “Buyer”), for the amount of \$882,500.00, with certain conditions, including a home inspection contingency, as approved by the Court. The Buyer conducted an inspection of the Property in the presence of Julie Sprindzunas, the real estate broker engaged by Mr. Mathur to market the Property for sale.

2. During the inspection, the Buyer discovered that the roof required certain repairs. Two independent estimates for the repairs were obtained (attached hereto as Exhibits A and B).

3. Based upon the estimates obtained, the Buyer agreed to move forward with the purchase of the Property for the reduced price of \$868,000.00 (the "Reduced Price").

4. Ms. Sprindzunas has worked with the SEC in reaching a price that was agreeable to the SEC. The SEC has approved the Reduced Price and it is fair and reasonable.

5. This motion is submitted on an emergency basis because the Buyer has granted Mr. Mathur only a short time (Friday, May 5, 2006) within which to respond to Buyer's counter offer and complete the execution of the necessary sales documentation. If the motion is not allowed in a timely manner the sale may be lost and investors may be harmed.

WHEREFORE, for the foregoing reasons, Mathur and the SEC jointly move to modify the Order dated April 13, 2006, to reduce the sale price of the Property to \$868,000.00, and to grant Mr. Mathur authority to move forward and execute all necessary documents to complete the sale of his home.

Respectfully submitted,

**THE SECURITIES AND EXCHANGE
COMMISSION,**
by its attorneys

AMIT MATHUR
by his attorneys

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Dated: May 2, 2006

CERTIFICATE OF SERVICE

I hereby certify that this document(s) filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non registered participants on May 2, 2006.

/s/ Nur-ul-Haq

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE
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AMIT MATHUR and
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and

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Relief Defendant.

No. 05-CV-10729 MLW

[PROPOSED] ORDER MODIFYING ORDER OF APRIL 13, 2006

This court upon Joint Motion of the plaintiff Securities and Exchange Commission (“SEC” or the “Commission”), the defendant Amit Mathur (“Mathur”) hereby orders modifies the Order entered April 13, 2006 as follows:

1. The sale price for the real estate located at 54 Colonial Drive, Shrewsbury, Massachusetts (the “Property”), may be reduced from \$882,500, to \$868,000 to offset the reasonable cost of repairs to the roof of the Property.

2. Upon closing, the proceeds from the sale will be used to pay off an indebtedness secured by a mortgage on the Property in the amount of approximately \$660,000, a commission of 6 % to Ramsgate Realty Associates, Mr. Mathur’s real estate broker (to be split with the buyer’s broker), and other reasonable closing costs not unacceptable to the SEC. The remainder will be deposited in an escrow account held at Mathur’s law firm of Rubin & Rudman, LLP.

3. No proceeds of the sale may be put to the use of Mathur personally, the defendant Entrust Capital Management, Inc., the relief defendant, AMR Realty, LLC, or any other person or entity related or affiliated with the defendants or relief defendant.

IT IS SO ORDERED.

ENTERED THIS ____ DAY OF MAY, 2006.

Mark L. Wolf, District Judge

#521 30/1 sq 1- 4"fln 60/mill/vent-175/brn drip 4/25/06

Eric Weaver
E.A.W. Roofing Inc.
50 Charlotte St.
Lancaster Ma. 01523
Lic. # 138286
(978)-660-3691 cell
(978)-733-1435 home

Julie Sprinzunaus
54 Colonial Dr.
Shrewsbury Ma. 01545
(508) 450-5736 cell
(508) 393-4510 fax

We here by propose to furnish labor and materials necessary for the completion of: Strip and Re-roof Entire House

- Strip and dispose of old roof on a daily basis (dump truck)
- Apply 8 inch mill-vent and brown drip-edge to gable ends and eaves
- Apply ice&water shield to eaves, around chimney and valleys
- Apply tar paper to remainder of house
- Apply (30 year) architect shingles and caps to match garage (color ?)
- Attach new ridge vent to main house and hand nail caps

Any unforeseen issues (rotted wood) will be charged accordingly

Total bill \$14,900 .00 50% to begin 50% upon completion
For 50 year Add 2,000 .00

Thank you for considering E.A.W. Roofing Inc.

Eric A. Weaver



- Ridge Vents
- Soffit Vents
- Gutters: Installed, Repaired, Cleaned
- Chimneys: Repaired, Cleaned
- Chimney Clean Out Doors
- Chimney Caps
- Snow Plowing
- Ice & Snow Removed from Roofs

Mr. Palermo
54 Colonial dr.
Shrewsbury, Ma.

April 22, 2006

Roof Estimate

Remove old roofing (1 Layer) + dispose of.

Install: ice + water shield on front edges.
+ in all valleys.

30lb. felt paper over entire roof deck.

Brown Alum. T style drip edge on Rake edges.

New Vent + Pipe flashings, 30yr. warranty
New Ridge vent on Peak. Woodscape shingles
CAULK + Seal chimney flashings. TO MATCH

5yr. warranty on all Labor.

Any damaged plywood replaced at add cost.

Fee For Estimate
\$100

Total cost.
14,500

Thank you

E. Toohay
Ernie Toohay
(508) 460-3335

Dave Marshall
(508) 485-1910

"Over seventy-five years of quality service"